



QUARTERLY STATEMENT

AS OF MARCH 31, 2008
OF THE CONDITION AND AFFAIRS OF THE

Great Lakes Health Plan, Inc.

NAIC Group Code 0707, 0707 NAIC Company Code 95467 Employer's ID Number 38-3204052
(Current Period) (Prior Period)

Organized under the Laws of Michigan, State of Domicile or Port of Entry Michigan
Country of Domicile United States

Licensed as business type: Life, Accident & Health [] Property/Casualty [] Hospital, Medical & Dental Service or Indemnity []
Dental Service Corporation [] Vision Service Corporation [] Health Maintenance Organization [X]
Other [] Is HMO, Federally Qualified? Yes [] No [X]

Incorporated/Organized 01/11/1994 Commenced Business 10/11/1994

Statutory Home Office 17117 W. Nine Mile Rd., Suite 1600, Southfield, MI 48075
(Street and Number) (City, State and Zip Code)

Main Administrative Office 17117 W. Nine Mile Rd., Suite 1600 Southfield, MI 48075 248-559-5656
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 17117 W. Nine Mile Rd., Suite 1600, Southfield, MI 48075
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 17117 W. Nine Mile Rd, Suite 1600 Southfield, MI 48075 860-702-5236
(Street and Number) (City, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.glhp.com

Statutory Statement Contact Robert N. DellaCorte 860-702-5236
(Name) (Area Code) (Telephone Number) (Extension)

robert_n_dellacorte@uhc.com _____
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	Name	Title
<u>Chris A. Scherer</u>	<u>President</u>	<u>Eric Wexler</u>	<u>Secretary</u>
<u>Robert W. Oberrender</u>	<u>Treasurer</u>		

OTHER OFFICERS

<u>Dawn Koehler</u>	<u>VP Government and Public Relations</u>	<u>Lisa Ann Gray</u>	<u>VP Customer Relations</u>
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DIRECTORS OR TRUSTEES

<u>Rodney C. Armstead M.D. #</u>	<u>John J. Kaelin #</u>	<u>Christopher A. Scherer</u>	<u>Katherine K. Fry #</u>
<u>William E. Ralston</u>	<u>Laura A. Spicer</u>		

State of _____
County of _____ SS

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Chris A. Scherer
President

Eric Wexler
Secretary

Robert W. Oberrender
Treasurer

a. Is this an original filing? Yes [X] No []

- b. If no,
1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

Subscribed and sworn to before me this _____ day of _____

STATEMENT AS OF MARCH 31, 2008 OF THE Great Lakes Health Plan, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	37,276,419		37,276,419	44,031,294
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ (5,362,695)), cash equivalents (\$ 0) and short-term investments (\$ 55,459,075)	50,096,379		50,096,379	36,372,826
6. Contract loans, (including \$ premium notes)			0	0
7. Other invested assets	0	0	0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	87,372,798	0	87,372,798	80,404,120
11. Title plants less \$ charged off (for Title insurers only)			0	0
12. Investment income due and accrued	407,464		407,464	506,266
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection			0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
13.3 Accrued retrospective premiums			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers			0	0
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts			0	0
15. Amounts receivable relating to uninsured plans			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
16.2 Net deferred tax asset	2,234,387	1,812,913	421,474	421,474
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software			0	0
19. Furniture and equipment, including health care delivery assets (\$)	69,663	69,663	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates			0	0
22. Health care (\$ 1,925,624) and other amounts receivable	2,399,794	474,170	1,925,624	3,369,634
23. Aggregate write-ins for other than invested assets	7,221,554	7,221,554	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	99,705,660	9,578,300	90,127,360	84,701,494
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	99,705,660	9,578,300	90,127,360	84,701,494
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Intangible Asset	7,227,298	7,227,298	0	0
2302. State Income Tax	(5,744)	(5,744)	0	0
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	7,221,554	7,221,554	0	0

STATEMENT AS OF MARCH 31, 2008 OF THE Great Lakes Health Plan, Inc.

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	37,174,160		37,174,160	38,672,401
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	902,184		902,184	895,247
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	6,698,519		6,698,519	1,354,931
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	455,133		455,133	887,876
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	107,270		107,270	258,892
16. Payable for securities			0	0
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans			0	0
21. Aggregate write-ins for other liabilities (including \$ current)	1,150,677	0	1,150,677	653,921
22. Total liabilities (Lines 1 to 21)	46,487,943	0	46,487,943	42,723,268
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX		0
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX	22,003,392	35,763,489
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	21,636,025	6,214,737
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24) \$)	XXX	XXX		0
30.2 shares preferred (value included in Line 25) \$)	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	43,639,417	41,978,226
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	90,127,360	84,701,494
DETAILS OF WRITE-INS				
2101. Escheat Funds	162,624		162,624	162,643
2102. QAAP Tax	988,053		988,053	491,278
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	1,150,677	0	1,150,677	653,921
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

Line 26-The contributed capital was changed to agree to the audited financial statements at 12/31/2007. Total capital and surplus has not changed.

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	491,571	442,762	1,852,913
2. Net premium income (including \$ non-health premium income).....	XXX	124,458,155	102,049,317	440,431,912
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	(7,392,015)	(6,140,227)	(26,466,900)
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	117,066,139	95,909,090	413,965,012
Hospital and Medical:				
9. Hospital/medical benefits		85,443,930	71,301,248	285,052,898
10. Other professional services		4,208,006	2,493,076	11,586,226
11. Outside referrals		0	0	0
12. Emergency room and out-of-area		773,648	0	17,137,738
13. Prescription drugs		14,186,829	13,293,614	53,948,795
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0	0
16. Subtotal (Lines 9 to 15)	0	104,612,413	87,087,938	367,725,656
Less:				
17. Net reinsurance recoveries			0	444,527
18. Total hospital and medical (Lines 16 minus 17)	0	104,612,413	87,087,938	367,281,129
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 1,234,065 cost containment expenses.....	3,113,310	1,556,655	1,117,979	5,927,861
21. General administrative expenses.....	9,182,576	10,739,231	9,000,472	35,408,122
22. Increase in reserves for life and accident and health contracts including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	12,295,886	116,908,300	97,206,389	408,617,112
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	157,840	(1,297,299)	5,347,900
25. Net investment income earned		965,885	955,920	3,637,611
26. Net realized capital gains (losses) less capital gains tax of \$.....			0	7
27. Net investment gains (losses) (Lines 25 plus 26)	0	965,885	955,920	3,637,618
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	1,123,725	(341,379)	8,985,518
31. Federal and foreign income taxes incurred	XXX	689,001	(361,453)	2,035,542
32. Net income (loss) (Lines 30 minus 31)	XXX	434,724	20,074	6,949,976
DETAILS OF WRITE-INS				
0601. Quality Assurance Assessment Program.....	XXX	(7,392,015)	(6,140,227)	(26,466,900)
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	(7,392,015)	(6,140,227)	(26,466,900)
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	41,978,226	35,375,558	35,375,558
34. Net income or (loss) from Line 32.....	434,724	20,074	6,949,976
35. Change in valuation basis of aggregate policy and claim reserves.....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....		0	0
37. Change in net unrealized foreign exchange capital gain or (loss).....		0	0
38. Change in net deferred income tax.....		0	43,960
39. Change in nonadmitted assets.....	1,237,885	(214,956)	1,336,400
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....		0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....		0	(1,727,668)
44. Capital Changes:			
44.1 Paid in.....		0	0
44.2 Transferred from surplus (Stock Dividend).....		0	0
44.3 Transferred to surplus.....		0	0
45. Surplus adjustments:			
45.1 Paid in.....		0	0
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....		0	0
46. Dividends to stockholders.....		0	0
47. Aggregate write-ins for gains or (losses) in surplus.....	(11,417)	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	1,661,192	(194,882)	6,602,668
49. Capital and surplus end of reporting period (Line 33 plus 48)	43,639,417	35,180,676	41,978,226
DETAILS OF WRITE-INS			
4701. Change in tax provision from prior period.....	(11,417)	0	0
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	(11,417)	0	0

An adjustment for \$11,417 was made to the tax provision after the annual statement was prepared and filed. The change was reported in the 2007 audited financial statements.

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	118,434,318	412,755,295
2. Net investment income	1,117,708	3,268,317
3. Miscellaneous income	0	0
4. Total (Lines 1 to 3)	119,552,026	416,023,612
5. Benefits and loss related payments	106,110,654	355,190,655
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	5,134,886	44,153,112
8. Dividends paid to policyholders	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	1,121,744	1,455,382
10. Total (Lines 5 through 9)	112,367,285	400,799,149
11. Net cash from operations (Line 4 minus Line 10)	7,184,742	15,224,463
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	6,998,782	555,652
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
12.7 Miscellaneous proceeds	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	6,998,782	555,652
13. Cost of investments acquired (long-term only):		
13.1 Bonds	194,942	43,679,916
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	101,986	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	296,928	43,679,916
14. Net increase (or decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	6,701,854	(43,124,264)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied)	(163,042)	(2,984,145)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(163,042)	(2,984,145)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	13,723,554	(30,883,946)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	36,372,826	67,256,772
19.2 End of period (Line 18 plus Line 19.1)	50,096,379	36,372,826

STATEMENT AS OF MARCH 31, 2008 OF THE Great Lakes Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	160,502	.0	.0	.0	.0	.0	.0	.0	160,502	.0
2. First Quarter	165,094								165,094	
3. Second Quarter .....	.0									
4. Third Quarter .....	.0									
5. Current Year .....	.0									
6. Current Year Member Months	491,571								491,571	
Total Member Ambulatory Encounters for Period:										
7. Physician	237,923								237,923	
8. Non-Physician	145,955								145,955	
9. Total	383,878	.0	.0	.0	.0	.0	.0	.0	383,878	.0
10. Hospital Patient Days Incurred	19,795								19,795	
11. Number of Inpatient Admissions	4,518								4,518	
12. Health Premiums Written	124,776,847								124,776,847	
13. Life Premiums Direct .....	.0								.0	
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	124,776,847								124,776,847	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	106,110,654								106,110,654	
18. Amount Incurred for Provision of Health Care Services	104,612,413								104,612,413	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$0

STATEMENT AS OF MARCH 31, 2008 OF THE Great Lakes Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital & medical) .....					.0	.0
2. Medicare Supplement .....					.0	.0
3. Dental Only .....					.0	.0
4. Vision Only .....					.0	.0
5. Federal Employees Health Benefits Plan .....					.0	.0
6. Title XVIII - Medicare .....					.0	.0
7. Title XIX - Medicaid	23,584,971	82,525,683	2,399,399	34,774,760	25,984,369	38,672,401
8. Other Health .....					.0	.0
9. Health Subtotal (Lines 1 to 8).....	23,584,971	82,525,683	2,399,399	34,774,760	25,984,369	38,672,401
10. Healthcare receivables (a) .....					.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts .....					.0	.0
13. Totals	23,584,971	82,525,683	2,399,399	34,774,760	25,984,369	38,672,401

(a) Excludes \$ loans and advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

- (1) **Significant Accounting Policies** – No change.
- (2) **Accounting Changes and Corrections of Errors**
In 2008, the Company recorded a prior period adjustment of \$11,417 representing a tax provision adjustment that was made after the December 31, 2007 annual statement was filed. The change was reported in the 2007 audited financial statements.
- (3) **Business Combinations and Goodwill**-- No change.
- (4) **Discontinued Operations**-- No change.
- (5) **Investments**-- No change.
- (6) **Joint Ventures, Partnerships and Limited Liability Companies**-- No change.
- (7) **Investment Income**-- No Change.
- (8) **Derivative Investments**-- No change.
- (9) **Income Taxes**-- No change.
- (10) **Information Concerning Parent, Subsidiaries and Affiliates**-- No change.
- (11) **Debt**-- No change.
- (12) **Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Postretirement Benefit Plans**-- No change.
- (13) **Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations**
The Company adjusted the contributed capital balance to \$22,003,392 with an offsetting adjustment to unassigned funds to be consistent with the 2007 audited financial statements. The reclassification did not affect total capital and surplus.
- (14) **Contingencies** – No change.
- (15) **Leases** - No change.
- (16) **Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk** - No change.
- (17) **Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities** - No change.
- (18) **Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans** – No change.
- (19) **Direct Premium Written/Produced by Managing General Agents/Third Party Administrators**- No change.
- (20) **September 11 Events**- Not Applicable
- (21) **Other Items** - No change.
- (22) **Events Subsequent** - No change.
- (23) **Reinsurance** - No change.
- (24) **Retrospectively Rated Contracts & Contracts Subject to Redetermination** - No change.
- (25) **Change in Incurred Claims and Claim Adjustment Expense**- No change.
- (26) **Inter-company Pooling Arrangements**- No change.
- (27) **Structured Settlements**- No change.
- (28) **Health Care Receivables**- No change.
- (29) **Participating Policies**- No change.
- (30) **Premium Deficiency Reserves**- No change.
- (31) **Anticipated Salvage and Subrogation**- No change.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

**PART 1 - COMMON INTERROGATORIES
GENERAL**

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []

- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
If not previously filed, furnish herewith a certified copy of the instrument as amended.

- 3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
If yes, complete the Schedule Y - Part 1 - organizational chart.

- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] NA []
If yes, attach an explanation.

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2004
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2004
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 06/07/2006
- 6.4 By what department or departments?
State of Michigan Office of Financial and Insurance Services.....
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] NA []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] NA []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
.....

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....

- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [X] No []
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
OptumHealth Bank.....	Salt Lake City, Utah.....				Yes.....	

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?..... Yes [X] No []
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 - (c) Compliance with applicable governmental laws, rules and regulations;
 - (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 - (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
.....
- 9.2 Has the code of ethics for senior managers been amended?..... Yes [] No [X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?..... Yes [] No [X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?..... Yes [] No [X]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]
- 11.2 If yes, give full and complete information relating thereto:
.....
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$0
13. Amount of real estate and mortgages held in short-term investments: \$0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No [X]
- 14.2 If yes, please complete the following:
- | | 1 | | 2 | |
|---|---|--|--|--|
| | Prior Year-End
Book/Adjusted
Carrying Value | | Current Quarter
Book/Adjusted
Carrying Value | |
| 14.21 Bonds | \$ | | \$ | |
| 14.22 Preferred Stock | \$ | | \$ | |
| 14.23 Common Stock | \$ | | \$ | |
| 14.24 Short-Term Investments | \$ | | \$ | |
| 14.25 Mortgage Loans on Real Estate | \$ | | \$ | |
| 14.26 All Other | \$ | | \$ | |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal
Lines 14.21 to 14.26)..... | \$0 | | \$0 | |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ | | \$ | |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, G - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes [X] No []

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
State Street Bank.....	801 Pennsylvania Avenue, Kansas City MO 64105.....

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes in the custodian(s) identified in 16.1 during the current quarter?

Yes [] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
106595.....	Wellington Management Company, LLP.....	75 State Street, Boston, MA 02109.....

17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

17.2 If no, list exceptions:

.....

Schedule S
NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefit Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	N		0				0		
2. Alaska	AK	N		0				0		
3. Arizona	AZ	N		0				0		
4. Arkansas	AR	N		0				0		
5. California	CA	N		0				0		
6. Colorado	CO	N		0				0		
7. Connecticut	CT	N		0				0		
8. Delaware	DE	N		0				0		
9. District of Columbia	DC	N		0				0		
10. Florida	FL	N		0				0		
11. Georgia	GA	N		0				0		
12. Hawaii	HI	N		0				0		
13. Idaho	ID	N		0				0		
14. Illinois	IL	N		0				0		
15. Indiana	IN	N		0				0		
16. Iowa	IA	N		0				0		
17. Kansas	KS	N		0				0		
18. Kentucky	KY	N		0				0		
19. Louisiana	LA	N		0				0		
20. Maine	ME	N		0				0		
21. Maryland	MD	N		0				0		
22. Massachusetts	MA	N		0				0		
23. Michigan	MI	L		124,776,847				124,776,847		
24. Minnesota	MN	N		0				0		
25. Mississippi	MS	N		0				0		
26. Missouri	MO	N		0				0		
27. Montana	MT	N		0				0		
28. Nebraska	NE	N		0				0		
29. Nevada	NV	N		0				0		
30. New Hampshire	NH	N		0				0		
31. New Jersey	NJ	N		0				0		
32. New Mexico	NM	N		0				0		
33. New York	NY	N		0				0		
34. North Carolina	NC	N		0				0		
35. North Dakota	ND	N		0				0		
36. Ohio	OH	N		0				0		
37. Oklahoma	OK	N		0				0		
38. Oregon	OR	N		0				0		
39. Pennsylvania	PA	N		0				0		
40. Rhode Island	RI	N		0				0		
41. South Carolina	SC	N		0				0		
42. South Dakota	SD	N		0				0		
43. Tennessee	TN	N		0				0		
44. Texas	TX	N		0				0		
45. Utah	UT	N		0				0		
46. Vermont	VT	N		0				0		
47. Virginia	VA	N		0				0		
48. Washington	WA	N		0				0		
49. West Virginia	WV	N		0				0		
50. Wisconsin	WI	N		0				0		
51. Wyoming	WY	N		0				0		
52. American Samoa	AS	N		0				0		
53. Guam	GU	N		0				0		
54. Puerto Rico	PR	N		0				0		
55. U.S. Virgin Islands	VI	N		0				0		
56. Northern Mariana Islands	MP	N		0				0		
57. Canada	CN	N		0				0		
58. Aggregate Other Alien	OT	XXX	0	0	0	0	0	0	0	
59. Subtotal	XXX	0	0	124,776,847	0	0	0	124,776,847	0	
60. Reporting entity contributions for Employee Benefit Plans	XXX			0				0		
61. Total (Direct Business)	(a) 1	0	0	124,776,847	0	0	0	124,776,847	0	
DETAILS OF WRITE-INS										
5801.	XXX									
5802.	XXX									
5803.	XXX									
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	

(a) Insert the number of L responses except for Canada and other Alien.

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART**

NONE

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplemental is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Statement be filed with the state of domicile and the NAIC with this statement?

.....YES.....

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		0
2.2 Additional investment made after acquisitions		0
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other than temporary impairment recognized		0
8. Deduct current year's depreciation		0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amount		0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book value/recorded investment excluding accrued interest at December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		0
2.2 Additional investment made after acquisitions		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and mortgage interest points and commitment fees		0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted accounts		0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE BA – VERIFICATION

Other Long Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		0
2.2 Additional investment made after acquisitions		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts		0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	44,031,294	1,021,327
2. Cost of bonds and stocks acquired	224,044	43,679,916
3. Accrual of discount	6,869	9,208
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals	101,986	0
6. Deduct consideration for bonds and stocks disposed of	6,998,782	555,652
7. Deduct amortization of premium	59,891	123,505
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized	29,101	
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	37,276,419	44,031,294
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	37,276,419	44,031,294

STATEMENT AS OF MARCH 31, 2008 OF THE Great Lakes Health Plan, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	82,827,805	145,819,629	137,713,073	(49,157)	90,885,204	0	0	82,827,805
2. Class 2 (a).....	1,852,614			(2,324)	1,850,290	0	0	1,852,614
3. Class 3 (a).....	0				0	0	0	0
4. Class 4 (a).....	0				0	0	0	0
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	84,680,419	145,819,629	137,713,073	(51,481)	92,735,494	0	0	84,680,419
PREFERRED STOCK								
8. Class 1.....	0				0	0	0	0
9. Class 2.....	0				0	0	0	0
10. Class 3.....	0				0	0	0	0
11. Class 4.....	0				0	0	0	0
12. Class 5.....	0				0	0	0	0
13. Class 6.....	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	84,680,419	145,819,629	137,713,073	(51,481)	92,735,494	0	0	84,680,419

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....; NAIC 2 \$.....; NAIC 3 \$.....; NAIC 4 \$.....; NAIC 5 \$.....; NAIC 6 \$.....

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SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals	55,459,074	XXX	55,459,074	188,752	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	40,649,125	71,713,280
2. Cost of short-term investments acquired	145,595,585	481,187,724
3. Accrual of discount.....	30,642	88,640
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals.....	130,816,277	512,340,519
7. Deduct amortization of premium.....	0	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	55,459,075	40,649,125
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	55,459,075	40,649,125

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

SCHEDULE E-VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of cash equivalents.....	0	97,273,525
3. Accrual of discount.....	0	225,090
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	14
6. Deduct consideration received on disposals.....	0	97,498,628
7. Deduct amortization of premium.....	0	0
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	0	0
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

STATEMENT AS OF MARCH 31, 2008 OF THE Great Lakes Health Plan, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator ^(a)
911312-AG-1	UPS Corp Note - Cont Call 4.500% 01/15		01/10/2008	Goldman Sachs		224,044	225,000	0	1FE
4599999	- Total - Bonds - Industrial, Misc.					224,044	225,000	0	XXX
6099997	- Total - Bonds - Part 3					224,044	225,000	0	XXX
6099999	- Total - Bonds					224,044	225,000	0	XXX
6599999	- Total - Preferred Stocks					0	XXX	0	XXX
7299999	- Total - Common Stocks					0	XXX	0	XXX
7399999	- Total - Preferred and Common Stocks					0	XXX	0	XXX
7499999 - Totals						224,044	XXX	0	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

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STATEMENT AS OF MARCH 31, 2008 OF THE Great Lakes Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
912828-GU-8	US Treasury Note 4.750% 05/31/12		03/06/2008	Goldman Sachs		632,455	575,000	569,295	569,845	0	190	0	190	0	570,036	0	62,419	62,419	7,313	05/31/2012	1
0399999	Bonds - U.S. Governments					632,455	575,000	569,295	569,845	0	190	0	190	0	570,036	0	62,419	62,419	7,313	XXX	XXX
31283K-6P-8	FHLMC Pool G11778 MBS 5.500% 10/01/20		01/01/2008	Paydown		4,703	4,703	4,717	4,716	0	(13)	0	(13)	0	4,703	0	0	0	0	0	0
31283K-6P-8	FHLMC Pool G11778 MBS 5.500% 10/01/20		02/01/2008	Paydown		3,735	3,735	3,746	3,746	0	(10)	0	(10)	0	3,735	0	0	0	0	0	0
31283K-6P-8	FHLMC Pool G11778 MBS 5.500% 10/01/20		03/01/2008	Paydown		11,581	11,581	11,614	11,612	0	(32)	0	(32)	0	11,581	0	0	0	0	0	0
3128PG-CB-7	FHLMC Pool J04566 MBS 5.500% 03/01/22		01/01/2008	Paydown		11,892	11,892	11,927	11,924	0	(32)	0	(32)	0	11,892	0	0	0	0	0	0
3128PG-CB-7	FHLMC Pool J04566 MBS 5.500% 03/01/22		02/01/2008	Paydown		74,144	74,144	74,361	74,345	0	(202)	0	(202)	0	74,144	0	0	0	0	0	0
3128PG-CB-7	FHLMC Pool J04566 MBS 5.500% 03/01/22		03/01/2008	Paydown		141,308	141,308	141,722	141,692	0	(384)	0	(384)	0	141,308	0	0	0	0	0	0
3128PG-CB-7	FHLMC Pool J04566 MBS 5.500% 03/01/22		03/07/2008	Deutsche Bank		1,634,869	1,619,183	1,623,927	1,623,587	0	(65)	0	(65)	0	1,623,522	0	11,347	11,347	26,469	0	0
3128PJ-KR-7	FHLMC Pool J06604 MBS 5.000% 12/01/22		01/01/2008	Paydown		3,168	3,168	3,172	3,171	0	(3)	0	(3)	0	3,168	0	0	0	0	0	0
3128PJ-KR-7	FHLMC Pool J06604 MBS 5.000% 12/01/22		02/01/2008	Paydown		10,126	10,126	10,136	10,136	0	(10)	0	(10)	0	10,126	0	0	0	0	0	0
3128PJ-KR-7	FHLMC Pool J06604 MBS 5.000% 12/01/22		03/01/2008	Paydown		10,746	10,746	10,756	10,756	0	(11)	0	(11)	0	10,746	0	0	0	0	0	0
3128PJ-KR-7	FHLMC Pool J06604 MBS 5.000% 12/01/22		03/07/2008	Lehman Bros Inc.		891,225	893,879	894,787	894,775	0	(28)	0	(28)	0	894,748	0	(3,522)	(3,522)	13,284	0	0
3128PJ-LL-9	FHLMC Pool J06631 MBS 5.000% 01/01/23		01/01/2008	Paydown		4,118	4,118	4,122	4,122	0	(4)	0	(4)	0	4,118	0	0	0	0	0	0
3128PJ-LL-9	FHLMC Pool J06631 MBS 5.000% 01/01/23		02/01/2008	Paydown		4,917	4,917	4,922	4,922	0	(5)	0	(5)	0	4,917	0	0	0	0	0	0
3128PJ-LL-9	FHLMC Pool J06631 MBS 5.000% 01/01/23		03/01/2008	Paydown		10,419	10,419	10,430	10,430	0	(10)	0	(10)	0	10,419	0	0	0	0	0	0
31376J-VP-1	FNMA Pool 357122 MBS 6.000% 05/01/16		01/01/2008	Paydown		568	568	578	577	0	(8)	0	(8)	0	568	0	0	0	0	0	0
31376J-VP-1	FNMA Pool 357122 MBS 6.000% 05/01/16		02/01/2008	Paydown		773	773	786	785	0	(11)	0	(11)	0	773	0	0	0	0	0	0
31376J-VP-1	FNMA Pool 357122 MBS 6.000% 05/01/16		03/01/2008	Paydown		1,184	1,184	1,204	1,202	0	(18)	0	(18)	0	1,184	0	0	0	0	0	0
31410W-GV-6	FNMA Pool 891312 MBS 5.000% 11/01/21		01/01/2008	Paydown		5,811	5,811	5,717	5,719	0	93	0	93	0	5,811	0	0	0	0	0	0
31410W-GV-6	FNMA Pool 891312 MBS 5.000% 11/01/21		02/01/2008	Paydown		4,974	4,974	4,894	4,895	0	79	0	79	0	4,974	0	0	0	0	0	0
31410W-GV-6	FNMA Pool 891312 MBS 5.000% 11/01/21		03/01/2008	Paydown		4,940	4,940	4,860	4,862	0	79	0	79	0	4,940	0	0	0	0	0	0
31410W-GV-6	FNMA Pool 891312 MBS 5.000% 11/01/21		03/07/2008	Morgan Stanley		965,604	969,238	953,564	953,792	0	134	0	134	0	953,925	0	11,678	11,678	14,404	0	0
31410P-UE-1	FNMA Pool 893481 MBS 6.000% 09/01/21		01/01/2008	Paydown		20,002	20,002	20,330	20,316	0	(315)	0	(315)	0	20,002	0	0	0	0	0	0
31410P-UE-1	FNMA Pool 893481 MBS 6.000% 09/01/21		02/01/2008	Paydown		15,877	15,877	16,138	16,127	0	(250)	0	(250)	0	15,877	0	0	0	0	0	0
31410P-UE-1	FNMA Pool 893481 MBS 6.000% 09/01/21		03/01/2008	Paydown		38,613	38,613	39,247	39,221	0	(608)	0	(608)	0	38,613	0	0	0	0	0	0
31410P-UE-1	FNMA Pool 893481 MBS 6.000% 09/01/21		03/07/2008	Barclays Group Inc		703,130	686,609	697,873	697,413	0	(28)	0	(28)	0	697,384	0	5,746	5,746	12,245	0	0
31410P-WB-5	FNMA Pool 893542 MBS 6.000% 09/01/21		01/01/2008	Paydown		3,778	3,778	3,840	3,838	0	(60)	0	(60)	0	3,778	0	0	0	0	0	0
31410P-WB-5	FNMA Pool 893542 MBS 6.000% 09/01/21		02/01/2008	Paydown		1,204	1,204	1,224	1,223	0	(19)	0	(19)	0	1,204	0	0	0	0	0	0
31410P-WB-5	FNMA Pool 893542 MBS 6.000% 09/01/21		03/01/2008	Paydown		7,862	7,862	7,991	7,986	0	(124)	0	(124)	0	7,862	0	0	0	0	0	0
31410P-WB-5	FNMA Pool 893542 MBS 6.000% 09/01/21		03/07/2008	Barclays Group Inc		149,725	146,207	148,605	148,514	0	0	0	0	0	148,514	0	1,211	1,211	2,607	0	0
31410T-3B-9	FNMA Pool 897294 MBS 6.000% 09/01/21		01/01/2008	Paydown		14,083	14,083	14,314	14,306	0	(223)	0	(223)	0	14,083	0	0	0	0	0	0
31410T-3B-9	FNMA Pool 897294 MBS 6.000% 09/01/21		02/01/2008	Paydown		20,396	20,396	20,730	20,718	0	(322)	0	(322)	0	20,396	0	0	0	0	0	0

E05

STATEMENT AS OF MARCH 31, 2008 OF THE Great Lakes Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
31410T-3B-9..	FNMA Pool 897294 MBS 6.000% 09/01/21		03/01/2008	Paydown		42,720	42,720	43,421	43,396	0	(675)	0	(675)	0	42,720	0	0	0	641	09/01/2021	1	
31410T-3B-9..	FNMA Pool 897294 MBS 6.000% 09/01/21		03/07/2008	Barclays Group Inc		691,206	674,965	686,038	685,636	0	17	0	17	0	685,652	0	5,554	5,554	12,037	09/01/2021	1	
31410T-DD-4..	FNMA Pool 896600 MBS 6.000% 08/01/21		01/01/2008	Paydown		8,991	8,991	9,139	9,133	0	(141)	0	(141)	0	8,991	0	0	0	45	08/01/2021	1	
31410T-DD-4..	FNMA Pool 896600 MBS 6.000% 08/01/21		02/01/2008	Paydown		7,549	7,549	7,673	7,668	0	(119)	0	(119)	0	7,549	0	0	0	76	08/01/2021	1	
31410T-DD-4..	FNMA Pool 896600 MBS 6.000% 08/01/21		03/01/2008	Paydown		17,438	17,438	17,724	17,712	0	(274)	0	(274)	0	17,438	0	0	0	262	08/01/2021	1	
31410T-DD-4..	FNMA Pool 896600 MBS 6.000% 08/01/21		03/07/2008	Barclays Group Inc		362,514	353,996	359,803	359,557	0	(20)	0	(20)	0	359,538	0	2,976	2,976	6,313	08/01/2021	1	
31411H-MZ-0..	FNMA Pool 908576 MBS 6.000% 01/01/22		01/01/2008	Paydown		299	299	304	303	0	(5)	0	(5)	0	299	0	0	0	1	01/01/2022	1	
31411H-MZ-0..	FNMA Pool 908576 MBS 6.000% 01/01/22		02/01/2008	Paydown		238	238	242	242	0	(4)	0	(4)	0	238	0	0	0	2	01/01/2022	1	
31411H-MZ-0..	FNMA Pool 908576 MBS 6.000% 01/01/22		03/01/2008	Paydown		249	249	253	253	0	(4)	0	(4)	0	249	0	0	0	4	01/01/2022	1	
31413D-M5-3..	FNMA Pool 942380 MBS 5.000% 08/01/22		01/01/2008	Paydown		7,433	7,433	7,313	7,315	0	119	0	119	0	7,433	0	0	0	31	08/01/2022	1	
31413D-M5-3..	FNMA Pool 942380 MBS 5.000% 08/01/22		02/01/2008	Paydown		6,567	6,567	6,461	6,462	0	105	0	105	0	6,567	0	0	0	55	08/01/2022	1	
31413D-M5-3..	FNMA Pool 942380 MBS 5.000% 08/01/22		03/01/2008	Paydown		1,829	1,829	1,800	1,800	0	29	0	29	0	1,829	0	0	0	23	08/01/2022	1	
31413D-M5-3..	FNMA Pool 942380 MBS 5.000% 08/01/22		03/07/2008	Morgan Stanley		377,199	378,619	372,496	372,577	0	44	0	44	0	372,621	0	4,578	4,578	5,627	08/01/2022	1	
60636X-E2-5..	MO St Hsg Dev Comm Sgl Rev Bond Call Sin		03/03/2008	Call	100.0000	5,000	5,000	5,219	5,211	0	(211)	0	(211)	0	5,000	0	0	0	126	03/01/2038	1FE	
3199999 - Bonds - Special Revenues						6,304,710	6,251,933	6,270,120	6,268,693	0	(3,550)	0	(3,550)	0	6,265,143	0	39,567	39,567	98,980	XXX	XXX	
Merrill Auto Tr 2007-1																						
590170-AB-2..	A2 ABS 5.430% 0		03/15/2008	Paydown		21,121	21,121	21,086	21,090	0	30	0	30	0	21,121	0	0	0	287	01/15/2010	1FE	
USAA Auto Own Tr 2006-3																						
903279-AC-1..	A3 (ABS) 5.360		01/15/2008	Paydown		12,703	12,703	12,723	12,719	0	(16)	0	(16)	0	12,703	0	0	0	57	06/15/2009	1FE	
USAA Auto Own Tr 2006-3																						
903279-AC-1..	A3 (ABS) 5.360		02/15/2008	Paydown		13,910	13,910	13,932	13,928	0	(18)	0	(18)	0	13,910	0	0	0	124	06/15/2009	1FE	
USAA Auto Own Tr 2006-3																						
903279-AC-1..	A3 (ABS) 5.360		03/15/2008	Paydown		13,884	13,884	13,906	13,902	0	(18)	0	(18)	0	13,884	0	0	0	186	06/15/2009	1FE	
4599999 - Bonds - Industrial and Miscellaneous						61,617	61,617	61,646	61,639	0	(22)	0	(22)	0	61,617	0	0	0	654	XXX	XXX	
6099997 - Bonds - Part 4						6,998,782	6,888,550	6,901,061	6,900,177	0	(3,382)	0	(3,382)	0	6,896,796	0	101,986	101,986	106,947	XXX	XXX	
6099999 - Total - Bonds						6,998,782	6,888,550	6,901,061	6,900,177	0	(3,382)	0	(3,382)	0	6,896,796	0	101,986	101,986	106,947	XXX	XXX	
6599999 - Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7299999 - Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7399999 - Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7499999 Totals						6,998,782	XXX	6,901,061	6,900,177	0	(3,382)	0	(3,382)	0	6,896,796	0	101,986	101,986	106,947	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

E05.1

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE



Great Lakes Health Plan, Inc.

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code0707

NAIC Company Code95467

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected.....		XXX		.XXX	.0
2. Earned Premiums.....		XXX		.XXX	.XXX
3. Claims Paid.....		XXX		.XXX	.0
4. Claims Incurred.....		XXX		.XXX	.XXX
5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a).....	XXX		XXX		.0
6. Aggregate Policy Reserves - Change.....		XXX		.XXX	.XXX
7. Expenses Paid.....		XXX		.XXX	.0
8. Expenses Incurred.....		XXX		.XXX	.XXX
9. Underwriting Gain or Loss.....	.0	XXX	.0	XXX	XXX
10. Cash Flow Results	XXX	XXX	XXX	XXX	0

NONE

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$ due from CMS or \$ due to CMS